

AVIV REIT, INC.
Form 4
April 03, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Neill Donna M.

(Last) (First) (Middle)

C/O AVIV REIT, INC., 303 W.
MADISON, SUITE 2400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AVIV REIT, INC. [AVIV]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2015		D	25,042	D	\$ 0 (1)	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	04/01/2015		D			1,358	(3)	(3)	Common Stock	1,358
Restricted Stock Units	(2)	04/01/2015		D			2,125	(4)	(4)	Common Stock	2,125
Employee Stock Option	\$ 16.5645 (5)	04/01/2015		D			132,813	(6)	(7)	Common Stock	132,813
Employee Stock Option	\$ 17.9548 (5)	04/01/2015		D			2,957	(6)	(7)	Common Stock	2,957
Employee Stock Option	\$ 18.6222 (5)	04/01/2015		D			2,716	(6)	(7)	Common Stock	2,716
Employee Stock Option	\$ 18.8658 (5)	04/01/2015		D			7,243	(6)	(7)	Common Stock	7,243
Employee Stock Option	\$ 18.8658 (5)	04/01/2015		D			102,480	(6)	(7)	Common Stock	102,480
Employee Stock Option	\$ 18.6543 (5)	04/01/2015		D			18,834	(6)	(7)	Common Stock	18,834
Employee Stock Option	\$ 18.6505 (5)	04/01/2015		D			16,117	(6)	(7)	Common Stock	16,117

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Neill Donna M. C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606	Chief Accounting Officer

Signatures

/s/ Samuel H. Kovitz, as attorney
in fact

04/03/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to an Agreement and Plan of Merger, dated October 30, 2014, among Omega Healthcare Investors, Inc. ("Omega"), OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, L.P., Aviv REIT, Inc. (the "Issuer") and Aviv Healthcare Properties Limited Partnership (the "Merger Agreement"), each outstanding share of the Issuer's common stock was
(1) exchanged for the right to receive nine-tenths of a share of common stock of Omega, subject to certain adjustment as set forth in the Merger Agreement (such ratio, the "Exchange Ratio"), on April 1, 2015 (the "Closing Date"). The last reported sale price of shares of Omega common stock on the Closing Date was \$40.74 per share.

(2) Each RSU represents a contingent right to receive one share of common stock of the Issuer.

The RSUs originally were to vest in full on December 31, 2015. Pursuant to the Merger Agreement, as of the Closing Date, the RSUs
(3) were 100% vested and cancelled and were payable for a number of shares of Omega common stock equal to the Exchange Ratio multiplied by the number of shares of Issuer common stock.

The RSUs originally were to vest in full on December 31, 2016. Pursuant to the Merger Agreement, as of the Closing Date, the RSUs
(4) were 100% vested and cancelled and were payable for a number of shares of Omega common stock equal to the Exchange Ratio multiplied by the number of shares of Issuer common stock.

Pursuant to the Merger Agreement, as of the Effective time of the Merger, the stock options ceased to be exercisable for shares of Issuer common stock but instead are exercisable for a number of shares of Omega common stock equal to nine-tenths of a share of Omega
(5) common stock, subject to certain adjustments as set forth in the Merger Agreement, multiplied by the number of shares of Issuer common stock as to which such stock options related immediately prior to the Effective time of the Merger.

(6) The stock options vested in full upon the initial public offering of Aviv REIT, Inc. on March 26, 2013.

(7) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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